

Index File

ZM-91-05 and UP-660-05

Landmark Building and Development of North Carolina, LLC

The property is located on the north side of Merrimac Trail (Route 143) approximately 1,250 feet south of the intersection with Tam-O-Shanter Boulevard (Route 1123)
Assessor's Parcel Nos. 15-2-D, 15-6-A, 15-7, 15-2-C, 15-2-B, 15-4B, and 15-4A

Description:

These applications are two components of a single development proposal and therefore are being considered together. Application No. ZM-91-05 is a request to amend the York County Zoning Map by reclassifying 63.48 acres from LB (Limited Business) and RC (Resource Conservation) to EO (Economic Opportunity) and RC. and is subject to voluntarily proffered conditions. Application No. UP-660-05 is a request, contingent on the approval of Application No. ZM-91-05 above, for a Special Use Permit to authorize the construction of a timeshare resort on approximately 64.48 acres of land.

Attachments

1. Planning Staff Recommendation Memorandum
2. Zoning Map
3. Exhibit C: Zoning Information
4. Exhibit B: Existing Property Boundary Information
5. Development Narrative
6. Master Plan
7. Illustrative Plan (see attached 24" x 36" drawing)
8. Architectural Rendering (Front and Rear Views)
9. Proffer Statement
10. Proposed Resolution No. PC05-10 (Rezoning)
11. Proposed Resolution No. PC05-11 (Special Use Permit)

COUNTY OF YORK

MEMORANDUM

DATE: March 1, 2005 (PC Mtg. 3/9/05)

TO: York County Planning Commission

FROM: Earl W. Anderson, Planner

SUBJECT: Application Nos. ZM-91-05 and UP-660-05, Landmark Building and Development of North Carolina, LLC

ISSUE

These applications are two components of a single development proposal and therefore are being considered together.

Application No. ZM-91-05 is a request to amend the York County Zoning Map by reclassifying 63.48 acres identified as Assessor's Parcel Nos. 15-2-D, 15-6-A, 15-7, 15-2-C, 15-2-B, and 15-4B from LB (Limited Business) to EO (Economic Opportunity); a 1.0-acre portion of Assessor's Parcel No. 15-4A from RC (Resource Conservation) to EO; a 1.08-acre portion of Assessor's Parcel No. 15-2-B from LB to RC; and a 0.41-acre portion of Assessor's Parcel No. 15-4A from LB to RC. The property is located on the north side of Merrimac Trail (Route 143) approximately 1,250 feet south of the intersection with Tam-O-Shanter Boulevard (Route 1123) and is subject to voluntarily proffered conditions.

Application No. UP-660-05 is a request, contingent on the approval of Application No. ZM-91-05 above, for a Special Use Permit to authorize the construction of a timeshare resort on approximately 64.48 acres of land located on the north side of Merrimac Trail (Route 143) approximately 1,250 feet south of the intersection with Tam-O-Shanter Boulevard (Route 1123). The property is further identified as Assessor's Parcel No. 15-2-D, 15-6-A, 15-7, 15-2-C, 15-4B, and portions of Assessor's Parcel Nos. 15-2-B and 15-4A.

DESCRIPTION

- Property Owner: Revocor Corporation and Williamsburg Country Club
- Location: North side of Merrimac Trail (Route 143) approximately 1,250 feet south of the intersection with Tam-O-Shanter Boulevard (Route 1123)
- Area: 65.97 acres
- Frontage: Approximately 4,000 feet on Merrimac Trail
- Utilities: Public water is available; sanitary sewer is available

- Topography: Slight slopes from west to east on the property with moderate and steep slopes in the eastern portion of the property and around the lake
- 2015 Land Use Map Designation: General Business, Limited Business, and Conservation
- Zoning Classification: LB - Limited Business and RC - Resource Conservation
- Existing Development: Undeveloped
- Surrounding Development:
 - North: Williamsburg Country Club and Golf Course, 43-acre undeveloped property, and across Interstate-64 a 233-acre undeveloped parcel and Naval Weapons Station military base
 - East: Naval Weapons Station military base
 - South: Across Merrimac Trail, CSX Railroad Tracks, and Pocahontas Trail (Route 60) is the Busch Gardens theme park (in James City County)
 - West: Across Merrimac Trail and the CSX Railroad Tracks various warehousing structures, then along Merrimac Trail the vacant Phillip Morris facility, a nine acre parcel, the Williamsburg Country Club, and several single-family houses along Rolling Hills Drive in Country Club Acres subdivision.
- Proposed Development: Parkview timeshare resort and construction of new maintenance facility for the Williamsburg Country Club.

CONSIDERATIONS/CONCLUSIONS

1. The applicants are requesting to rezone the properties along Merrimac Trail (Route 143) from Limited Business and Resource Conservation to Economic Opportunity which will enable the applicant to then request a Special Use Permit to construct a timeshare resort. As part of this request, portions of the properties would be rezoned from Limited Business to Resource Conservation and would become part of the Williamsburg Country Club, while the 64.48 acres under contract to Landmark Building and Development of North Carolina, LLC will be the subject of the Special Use Permit request.
2. The *Comprehensive Plan* designates the area along Merrimac Trail for General Business, Limited Business, and Conservation. The Plan states, “the Williamsburg Country Club is designated Conservation, but a Limited Business designation has been applied to a large area east of the country club in recognition of the area's convenient accessibility to Interstate 64, the potential for extension of public utilities, and the marketing appeal and open space and aesthetic benefits associated with the adjacent golf course.” The area west of the country club is designated as General Business tying into the other business uses that run along Merrimac Trail. The *Comprehensive Plan* also states that the Grove Interchange and existing power lines bisecting the eastern area make residential use of the property less than ideal but

provides convenient access from the interstate. The project is not only close to an Interstate interchange, it is convenient to the area's tourist attractions (i.e., Water Country USA, Busch Gardens, and the historic triangle).

3. The applicants have proffered that the development of the property will comply with the master plan and the architectural rendering submitted, with only minor changes being approvable by the Zoning Administrator. The concept plan features multi-unit buildings and single-family detached units. In addition to the timeshare/interval ownership units, the resort will have two clubhouses, a welcome/sales center, and check-in/out facility along with a parking area. The proffers also specify uses that would typically be permitted by right in the Economic Opportunity Districts that will not be allowed on the properties. These include:

- Plant Nursery or Greenhouse (Wholesale and Retail)
- Animal Hospital Vet Clinic
- Commercial Kennel (without outside runs)
- Commercial Orchard or Vineyard
- Medical Care Facility (including General Care Hospital and Trauma Center)
- Park or Recreation Facilities (Civic or Semi-Public, excluding golf courses)
- Theater – Indoor
- Health, Exercise, Fitness Centers (including Indoor and Outdoor Swimming and Racquet Sports)
- Bowling Alley
- Indoor Family Amusement Center
- Skating Rink
- Appliance Sales
- Grocery Store
- Household Furnishings (Furniture)
- Drug Store
- Radio and TV Sales
- Toy Store
- Bait, Tackle/Marine Supplies (including Incidental Grocery)
- Fish, Seafood Store
- Department, Variety, Discount Store
- Home Improvement Center
- Funeral Home (File Processing Lab)
- Household Items Repair
- Tool, Household Equipment, Lawn & Garden Equipment, Rental Establish
- Industrial Park
- Wholesale Trade Establishment (May Include accessory retail sales without outdoor storage)
- Laboratories, Research/Development Testing Facilities
- Publishing, Printing, other than general public business/professional services
- Computer and Technology Development and Assembly
- Manufacture or Assembly of Electronic Instruments, Components, Devices
- Manufacture or Assembly of Medical, Drafting, Metering, Marine, Photographic, Mechanical Instruments.

4. The traffic impact study submitted as part of the application indicated that additional road improvements were warranted for two of the entrances to the timeshare resort. The applicants have proffered that there would be no more than three entrances and

that various road improvements would be constructed. Specifically, the developer will add left turn lanes eastbound on Merrimac Trail (Route 143) into the gated sections and a right turn lane will be constructed for the eastern entrance. Staff has also included a Special Use Permit condition in the approving resolution that provides for the construction of road improvements as recommended by the Virginia Department of Transportation (VDOT).

5. An abandoned roadway extends from Merrimac Trail into the easternmost portion of the subject parcel. The applicants will be approaching VDOT to acquire this right-of-way and then add this additional area to the buffer between the resort and Merrimac Trail.
6. Timeshare resorts share some similarities with hotels: for a price, an individual can occupy a unit for a fixed period of time and can use the available on-site amenities as part of the rental or purchase agreement. Unlike hotels, however, timeshare resorts do not cater to travelers who do not plan their stay in advance: they require advance reservations through the resort office or an affiliated off-site reservation company. The Historic Triangle has proven to be a popular destination resulting in a burgeoning timeshare market: King's Creek Plantation, Peppertree Resort, and the Fairfield resorts at Governor's Green, Kingsgate, and Patriots Place.

A common practice in the timeshare industry is the division of individual timeshare units into additional separate units. For example, instead of selling a whole three-bedroom unit, a resort may further subdivide the unit into one two-bedroom and one one-bedroom unit separated by a locked door. Timeshare resorts use different terms for these subdivisions; they are most commonly referred to as "lockouts" or "keys". The attraction to this sort of subdivision is two-fold: the resort increases the number of separate families that can stay at the resort at any one time, and purchasers of a unit with "lockouts" may be entitled two weeks to stay at the resort rather than one. It is important to consider "lockouts" or "keys" to ensure that traffic and parking impacts are accounted for in the review. Because of the many interpretations and definitions of the "lockout" concept, staff simply recommends limiting the number of units by defining "timeshare unit" as a single unit of one or more rooms that may be separated from other units by a locked door, providing complete, independent living facilities for one family, including permanent provisions for living, sleeping, cooking, and sanitation. By using this definition, the issues related to "lockout" units become moot.

7. The requested Special Use Permit is for a timeshare resort along Merrimac Trail (Route 143) on 64.48 acres of land. The resort will have 392 apartment type units, with lockouts, with an additional 40 villas or single-family type structures. Factoring in the "lockout" features of some of the units, the resort would have a maximum of 824 individual units. Out of the 392 apartment-type flats, 296 units will be in four story buildings and 96 units will be in three story buildings. Access to the property will be via Merrimac Trail, with convenient Interstate access from the south via the Interstate-64 Williamsburg business exit and from the north via the Route 199 (Water Country USA) interchange.

8. The applicant is proposing a maximum of 824 timeshare units, including lock-outs. The Zoning Ordinance requires that parking be provided at a ratio of 1.3 spaces per unit; using this ratio yields 1072 parking spaces for this development. While the parking ratio is smaller than that of a similar-sized hotel, it is anticipated that the nature of the resort will produce a greater number of families traveling in single cars.
9. The proposed resort will include the timeshare units, a welcome/sales center, reception check-in center, pedestrian/cart access trail connecting the clubhouses to the lake and welcome/sales center, and two clubhouses with an indoor and an outdoor water facility that will include swimming pools, slides, and other playground-oriented water features. The applicant has included architectural renderings for a multi-unit resort building. The proposed building will be four stories in height, with brick on the first floor and natural material siding on above floors. Staff has included conditions in the approving resolution to tie resort construction to the architectural renderings provided by the applicants.
10. Due to the topography and location of the properties, the area is well suited for a timeshare resort. Difficulties with terrain such as the property's steep slopes and wetland areas are not suited for an intensive commercial development, where traffic counts would be higher and steep slopes would necessitate extreme stormwater control measures. The timeshare resort layout can work with these terrain issues by creating a design that harmonizes the developable areas with the topography. Furthermore, the site is relatively isolated from major residential areas and that, in staff's opinion, will tend to limit its potential for any type of major retail development.
11. Timeshare resorts have a positive fiscal impact upon the County, with minimal service requirements. These developments do not have any permanent residents and, therefore, do not place a burden on the school system, recreational programs, or other similar services utilized by County residents. Visitors to the resort spend money in the area, boosting established County businesses and tax revenues. The resort will also employ a sales staff, cleaning and maintenance crew, and guest relations staff, thus creating employment opportunities for County and area residents. For this project, the developer estimates a total investment for land and construction of \$162 million and an annual Real Estate tax revenue of \$2.3 million at buildout. In addition, any units rented for transient (non-owner) occupancy would be subject to the County's 5% lodging tax rate.
12. Timeshare developments carry with them the concern that should the project fail, the owner/developer might be inclined to propose their conversion into rental or condominium apartments for permanent year-round occupancy. This issue was researched by the County Attorney several years ago in response to questions raised during the review of another timeshare development. While the County Attorney concluded that such a conversion would be very difficult to achieve and the Zoning Ordinance performance standards for timeshare resorts prohibit year-round occupancy, staff has included a condition in the approving resolution to clearly state

that such a proposal would require the Commission's review and the Board of Supervisors' approval.

RECOMMENDATION

The proposed project is consistent with the Comprehensive Plan's vision for the Merrimac Trail corridor. In addition, the applicant has provided details of the proposed development, including an architectural rendering and a master plan. Timeshare resorts place few burdens on County infrastructure and carry with them the potential for increased revenue by bringing additional tourists to the County. Therefore, based on the considerations and conclusions as noted, staff recommends that this application be forwarded to the Board of Supervisors with a recommendation of approval subject to the conditions contained in Resolutions PC05-10 and PC05-11.

EWA

Attachments

- Zoning Map
- Exhibit C: Zoning Information
- Exhibit B: Existing Property Boundary Information
- Development Narrative
- Master Plan
- Illustrative Plan
- Architectural Rendering (Front and Rear Views)
- Proffer Statement
- Proposed Resolution No. PC05-10 (Rezoning)
- Proposed Resolution No. PC05-11 (Special Use Permit)

APPLICANT

Landmark Building & Development
Of North Carolina, LLC

ZM-91: reclassify zoning

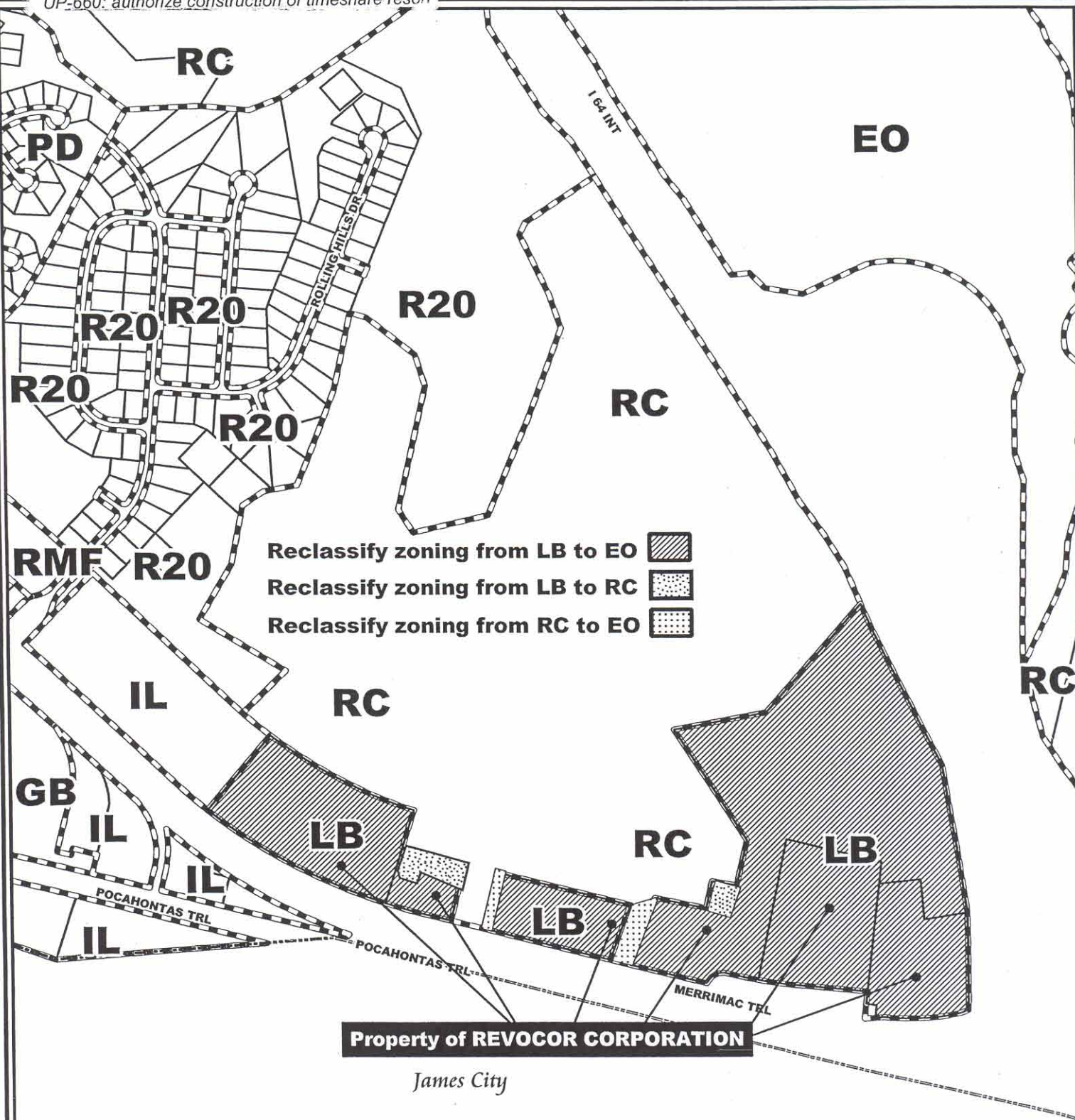
UP-660: authorize construction of timeshare resort

ZONING MAP

APPLICATION NUMBER:

ZM-91-05

UP-660-05



* = Conditional Zoning

0 350 700 1,400 Feet

Printed on February 16, 2005



LIBRARY TILE NUMBER:

Lr007

SOURCE: YORK COUNTY
GIS PARCEL DATA and
ZONING COVERAGE

THIS IS NOT A LEGAL PLAT.
This map should be used for
information purposes only. It is
not suitable for detailed site planning.

NUMBER	DELTA	RADIUS	LENGTH	TANGENT	CHORD	CH. BEARING
C1	20°22'21"	1091.92	386.25	196.20	386.21	S88°10'12"W
C2	07°19'57"	1879.86	240.58	120.45	240.42	N80°09'15"W
C3	01°34'16"	1879.86	51.55	25.78	51.55	N75°42'08"W
C4	64°03'26"	112.00	125.22	70.06	118.80	S73°03'07"W
C5	03°49'00"	2705.00	180.19	90.13	180.16	N73°00'30"W
C6	21°10'54"	2705.00	1000.01	505.78	994.33	N60°30'33"W
C7	04°35'06"	2205.00	176.45	88.27	176.40	S47°37'33"E
C8	21°10'50"	2205.00	815.12	412.27	810.49	S60°30'31"E
C9	03°49'00"	2405.00	160.21	80.13	160.18	S73°00'30"E

NUMBER	BEARING	DISTANCE
L1	N81°34'10"E	120.58'
L2	S74°10'50"E	89.54'
L3	N27°53'00"E	67.73'
L4	S30°11'27"E	116.23'
L5	S22°08'12"E	113.53'
L6	S01°14'26"W	8.68'
L7	N74°55'00"W	126.06'
L8	S15°05'00"W	140.46'
L9	S67°00'33"W	45.10'
L10	N89°57'05"W	45.92'
L11	N07°56'17"E	52.08'
L12	N76°34'49"W	50.00'
L13	N07°43'20"E	59.00'
L14	N74°55'00"W	117.69'
L15	S08°19'00"W	110.60'

EXISTING ZONING RC

WILLIAMSBURG COUNTRY CLUB
CURRENT ACREAGE: 165.95 AC
POST LANDSWAP ACREAGE: 166.43 AC
NET GAIN OF 0.48 AC

D.B. 465, PG. 452
D.B. 154, PG. 492 (PLAT)
T.M. 15-48
GPIN H120-2515-1558
10.42 ACRES±

PARCEL 1

D.B. 465, PG. 454
PARCEL "B"
P.B. 8, PG. 418
T.M. 15-(2)-B
GPIN H120-3064-1241
1.25 AC± (-1.08 AC)

PARCEL 2
D.B. 412, PG. 517
PARCEL "C"
P.B. 8, PG. 418
T.M. 15-(2)-C
GPIN H120-3733-1074
5.46 AC± (+1.00 AC)




PARCEL 3

PARKVIEW
CURRENT ACREAGE: 64.96 AC
POST LANDSWAP ACREAGE: 64.48 AC

D.B. 413, PG. 534
T.M. 15-7
GPIN H120-0061-1057
8.44 ACRES±

D.B. 415, PG. 320
T.M. 15-6-A
GPIN H120-0536-0860
6.74 ACRES±

EXISTING ZONING TO FUTURE ZONING

-  LB TO RC (1.48 AC)
-  RC TO EO (1.00 AC)
-  LB TO EO (63.48 AC)

GRAPHIC SCALE
100' 0' 100' 200'
SCALE: 1" = 100'

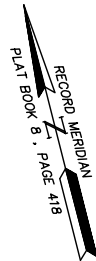
NO.	DATE	REVISION / COMMENT / NOTE	BY

ES
CONSULTING ENGINEERS
WILLIAMSBURG • RICHMOND

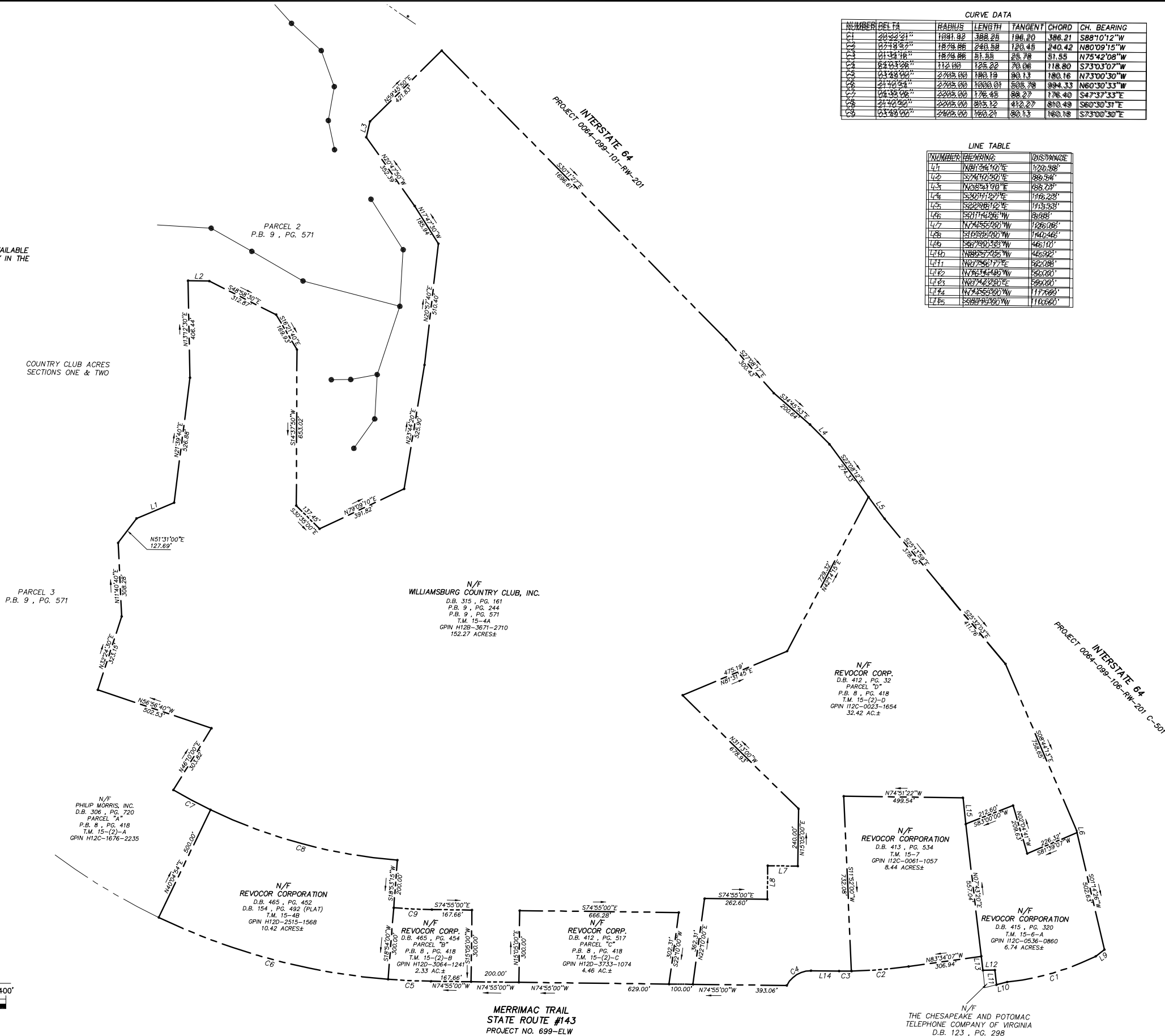
5248 Olde Towne Road, Suite 1
Williamsburg, Virginia 23188
(757) 253-0040
Fax (757) 220-8994

EXHIBIT C
ZONING INFORMATION
PARKVIEW
YORK COUNTY
VIRGINIA

Designed: TMD
Drawn: TMD/GR
Scale: NTS
Date: 12/20/04
Project No: 9348-01
Drawing No: 3 OF 3

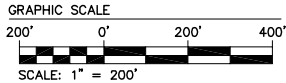


NOTE:
THIS PLAT IS BASED UPON RECORD AND OTHER AVAILABLE
INFORMATION AND DOES NOT REPRESENT A SURVEY IN THE
FIELD.



CURVE DATA					
NUMBER	DELTA	RADIUS	LENGTH	TANGENT	CHORD
C1	20°22'21"	1881.82	388.85	196.20	386.21
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C5	03°43'00"	2765.00	180.19	90.13	180.16
C6	21°10'54"	2765.00	1000.01	505.78	984.33
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C8	21°10'50"	2265.00	815.12	412.27	810.49
C9	03°43'00"	2765.00	160.21	80.13	160.18

LINE TABLE		
NUMBER	BEARING	DISTANCE
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L4	S32°11'27"E	116.28'
L5	S22°08'12"E	115.53'
L6	S01°14'26"W	25.68'
L7	N74°55'00"W	126.08'
L8	S13°05'00"W	140.46'
L9	S67°00'53"W	46.10'
L10	N88°57'05"W	46.50'
L11	N07°56'17"E	62.08'
L12	N76°44'49"W	56.00'
L13	N07°42'28"E	59.00'
L14	N74°55'00"W	117.68'
L15	S08°13'00"W	110.60'



NOTES

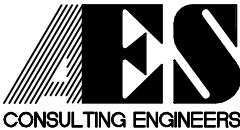
REVOCOR PROPERTIES:		
TAX MAP	ADDRESS	ACRES
H12D-3064-1241	1751 MERRIMAC TRAIL	2.33±
H12D-2515-1568	1763 MERRIMAC TRAIL	10.42±
H12D-3733-1074	1827 MERRIMAC TRAIL	4.46±
H12D-0023-1654	1843 MERRIMAC TRAIL	32.71±
H12D-0061-1057	1873 MERRIMAC TRAIL	8.39±
H12C-0536-0860	1931 MERRIMAC TRAIL	6.65±
TOTAL AREA:		64.96±

WILLIAMSBURG COUNTRY CLUB PROPERTY:		
H12C-0536-0860	MERRIMAC TRAIL	152.27±

AREA SHOWN HEREON IS FROM A COMPILATION OF DEEDS OF RECORD AND DOES NOT REPRESENT A SURVEY BY AES.

EXISTING PROPERTY BOUNDARY INFORMATION
YORK COUNTY, VIRGINIA

EXHIBIT B
DECEMBER 20, 2004



5248 Olde Towne Road, Suite 1
Williamsburg, Virginia 23188
(757) 253-0040
Fax (757) 220-8994

Development Narrative

For the

Parkview Master Plan

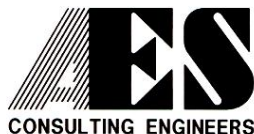
Prepared For

Landmark Building and Development of North Carolina, L.L.C.

February 1, 2005
(Revised: March 1, 2005)

AES Project Number 9348-01

Prepared by:



5248 Olde Towne Road, Suite 1
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I. INTRODUCTION

Landmark Building and Development of North Carolina, L.L.C. is proposing to rezone approximately 65.96± acres in York County. Of the 65.96± acres 63.48 acres will be rezoned from LB zoning to EO zoning, 1.48 acres from LB zoning to RC zoning, and 1.00 acre from RC to EO zoning. (See exhibit C of application) This development will also require a Special Use Permit to allow a timeshare use on the property.

The property is located on Route 143 just west of Exit 243 from Interstate 64. A vicinity map is included on page 6. The current Comprehensive Plan designates a portion of this area as a Limited Business District and a portion as a General Business District. The rezoning will proffer out any uses allowed in the EO zoning district that are not allowed by right in the LB zoning except the Timeshare use and uses ancillary to that use, such as recreational facilities, health and fitness facilities and site maintenance facilities. There are four properties being consolidated and land being exchanged between Landmark Building and Development of North Carolina, LLC and the Williamsburg Country Club for this proposed development. The total acreage after the land exchange will be 64.48± acres. Landmark Building and Development of North Carolina, L.L.C. is proposing to develop this property by building 392 multi-family timeshares units and 40 single-family detached timeshare units. The purpose of this Development Narrative is to summarize and organize the planning efforts of the project team into a cohesive package for Staff review, which addresses the pertinent planning issues and the requirements of the EO zoning district.

Landmark Building and Development

For almost fifteen years the principals of Landmark have been creating innovative, award-winning communities. Their site development team has created more than 3,500 lots for our building company and many of this area's prominent builders. Landmark has constructed more than 1,250 new homes and condominiums and their success in numerous coastal Atlantic resort areas has now prepared Landmark for entry into time-share and fractional ownership projects.

Next to location, quality construction has been most sought after feature in new homes. Landmark's previous communities along the Mid-Atlantic seaboard are nationally recognized for their outstanding design and construction quality, many winning "Community of the Year" and "Best Community" awards from Tidewater Builder Association. Wyndham Plantation, a 100 unit patio home community located adjacent to the historic district in Williamsburg was recognized for its design, combining the best of modern convenience with the traditional architecture of the colonial area. Most recently, Landmark received a 2004 Star Award from the North Carolina Home Builders Association due, in part, to its craftsman style projects in the sensitive dune areas of Corolla and coastal cottages meeting the demanding architectural esthetic requirements of Nags Head.

"There's no secret to our success," remarked Dave Russotto, CEO of Landmark, in a recent Virginian-Pilot article, "we accomplish the best because we demand the best of everyone - from the company that builds our foundations to the craftsmen putting their finishing touches on the woodwork. It pays off because our customers are delighted, and each of us at Landmark can feel especially proud."

Sensitivity to the environment is a major focus at Landmark. That's because Landmark, and its buyers, value the natural beauty that surrounds us. Plus, there are substantial benefits to its environmental awareness. For example, before construction began on Linkhorn Bay Condominiums in Virginia Beach, it was apparent that wetlands restoration due to severe shoreline erosion was necessary. The result was an enhanced natural environment that added immeasurably to the entire project. Flooding was controlled, water quality improved, and this refreshed habitat offered nesting areas and a safe haven to countless birds, fish and marine mammals. The program was so successful that several environmental agencies recognized Linkhorn Bay Associates, LLC for its conservation efforts. Everyone at Landmark exhibits this concern for the environment, not only in the projects we develop, but also in its commitment to the community as a whole.

II. THE PROJECT TEAM

The organizations that participated in the preparation of the information provided with this rezoning submission are as follows:

- Developer - Landmark Building and Development of North Carolina, L.L.C.
- Civil Engineering - AES Consulting Engineers
- Environmental - Integrity Environmental, Inc.
- Wetlands - Integrity Environmental, Inc.
- Traffic - DRW & Associates
- Land Planning - AES Consulting Engineers
- Architect - Florez and Florez
- Attorney -Geddy, Harris, Franck & Hickman, LLP
- Attorney -Eck and Collins
- Landscape Arch. - Siska Aurand Landscape Architects, Inc.

Key components of this Development Narrative are:

- Analysis of Impacts to Public Facilities and Services
- Analysis of Environmental Impacts
- Storm Water Analysis
- Traffic Impact Analysis
- Economic benefits

III. PROJECT DESCRIPTION

Landmark Building and Development of North Carolina, L.L.C. is proposing to build 392 joint one and two bedroom timeshare units, 40 single-family timeshare villas, two clubhouses, two outdoor pools and one indoor pool, and recreation amenities. Additional facilities will include sales, administrative, and maintenance uses that may be included in the residential timeshare buildings or in stand alone buildings.

A pre-development site analysis revealed the following results:

Total acreage:	64.96 acres
Wetland and pond areas:	10.41 acres
Areas of 20% - 30% slope:	2.43 acres
Areas of 30% or greater slope	0.89 acres
Areas within an easement greater than 20'	8.91 acres
Total area of non-developable acreage:	22.64 acres

The non-developable 22.64 acres is approximately 34.9% of the total parcel acreage. See the Existing Conditions drawing identifying areas of non-developable and net developable acreages.

Comprehensive Plan

Land Use

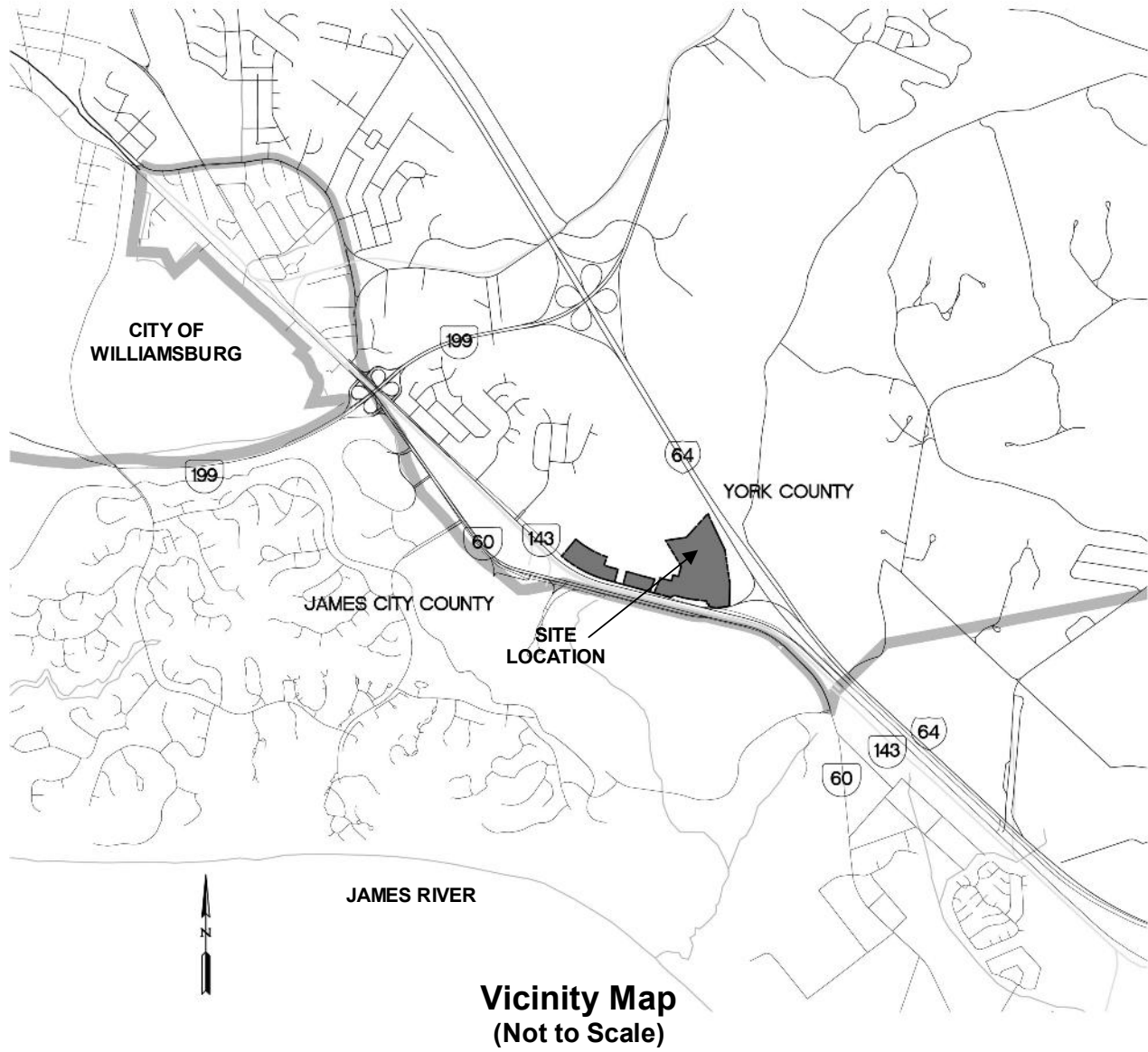
The 2015 Land Use Plan shows the 17.2 ± acres between the Williamsburg Country Club and Merrimac Trail (Route 143) designated as general business. The remaining 47.75 ± acres with frontage along I-64 and the I-64 off ramp is designated as limited business.

Environmental

The area proposed for development does not show on the county steep slopes map but slopes have been evaluated and shown on the existing drawings conditions. The area proposed for development does not appear to be in areas of high shrink/swell potential soils but is within soils that have moderate shrink/swell potential. This development appears to be in an area with a high water table and this will be addressed with future construction plans. The proposed development area contains a variety of soils with varying degrees of erodibility and will be addressed with future construction plans. A portion of the proposed development area is within the Chesapeake Bay Preservation District. The existing pond on the subject property is in a Zone A flood hazard area, according to the York County Flood Map Panel 510182 0030 B dated December 16, 1988. The site does not show on the York County wetlands map but an onsite investigation with U.S. Corps of Engineers has determined the presence of wetlands as shown on the Existing Conditions drawing. A confirmation letter is included in the appendix. Any disturbance requiring wetlands permitting will be sought with final construction plans.

The project location is shown on the following exhibit:

Exhibit 1



IV. ANALYSIS OF IMPACTS TO PUBLIC FACILITIES AND SERVICES

A. Public Water Facilities

Public water will be extended to the site from an existing 16" Newport News Water Works watermain in front of the property along Merrimac Trail (Route 143). The existing 16" watermain comes directly from the Busch Water Tower located directly across Route 143 from western portion of the Parkview site. A public utility exhibit is included showing the proposed waterline layout to serve the timeshare development. A preliminary water model has been performed by Newport News Waterworks, concluding that the proposed development should have adequate pressure.

A more detailed water model will be completed and submitted prior to or with the final site plan. The model will examine volume and pressures throughout the immediate water system area. The water model will likely account for all residential buildings having sprinkler-fire suppression systems, and will meet NFP-13R. See Exhibit 2 & 3 for the Public Utility plan and the Offsite Utility plan.

B. Public Sewer Facilities

Public sewer currently does not service the subject properties. A sewage pumping station will be built on-site near the existing pond, as shown on the Public Utility Plan, to service this site. The intent is that all of the development will use a gravity sewer to the pump station and a sanitary force main will transport the waste water to existing pump station PS230 via a gravity sewer located within a future section of Country Club Acres Subdivision. It is not known at this time if gravity sanitary sewer is feasible to all the proposed development and grinder pumps may be necessary. Part of the land exchange with the Williamsburg Country Club, (WCC), is to include a 20' sanitary easement running down the western side of the WCC property as well as an additional 20' temporary construction easement to facilitate installation of this sanitary force main. A similar agreement is in place with Abbitt Realty developers of Country Club Acres, adjacent to WCC. The downstream facility has adequate capacity to handle this development. An offsite utility exhibit is included to show the force main and gravity sanitary sewer connection to the existing pump station PS-230. See Exhibit 2 & 3 for the Public Utility plan and the Offsite Utility plan.

Table 1 – See Sanitary Flow Chart attached to appendix

Table 1 shows the proposed wastewater flows that will be generated by the existing Williamsburg Country Club complex and this proposed timeshare development. The country club is currently on a grinder pump and only the proposed maintenance facility is planned to gravity sewer to the proposed on site sanitary pump station. Table 1 includes wastewater data for the Country Club so the proposed pumping station has capacity for the Country Club if they decide to abandon their grinder pump and connect

to the proposed pump station. For additional information see Exhibit 2 & 3 for the Public Utility plan and the Offsite Utility plan in the appendix.

C. Fire Protection and Emergency Services

There are currently six fire stations providing fire protection and Emergency Medical Services (EMS) services to York County. The closest fire station to the subject site is station number 2 located at 114 Hubbard Lane, about 3 miles west of this project. From this station, an estimated response time should be under four minutes.

The next closest fire station to the subject site is James City County station number 2 located at 8421 Pocahontas Trail, about 3.4 miles away from the project. Response time to the site is still within appropriate limits if an emergency event occurs, requiring additional fire and life safety support. These two fire stations, and the emergency medical staff available at these stations, will provide a more than adequate response to potential emergencies.

E. Solid Waste

The proposed development on the subject property will generate solid wastes that will require collection and disposal to promote a safe and healthy environment. Reputable, private contractors, hired by the Timeshare management, will handle the collection of solid waste. Both trash and recyclable material will be removed from this site to a solid waste transfer station.

F. Utility Service Providers

Virginia Natural Gas, Dominion Virginia Power, Cox Communications, and Verizon Communications provide, respectively, natural gas, electricity, cable TV service, and telephone service to this area. The current policy of these utility service providers is to extend service to the development at no cost to the developer when positive revenue is identified plus with new land development these utility service providers are required to place all new utility service underground.

V. ANALYSIS OF ENVIRONMENTAL IMPACTS

A. Preliminary Wetland Determination

Investigations were conducted by Integrity Environmental, Inc. in the autumn of 2004 for the entire property. The extent of wetland features is shown on the Existing Conditions plan for this development.

Based on the investigation by Integrity Environmental, Inc. and field surveying by AES approximately 2.16 acres of wetlands are present on the property. In the Master Plan for the proposed development, some disturbance of the wetland environment is shown. One isolated non-forested wetland will be affected by the expansion of the Williamsburg Country Club's new maintenance facility and parking lot. In addition there may be some temporary disturbances associated with the construction of an on-site sanitary sewer pump station, sewer lines, road crossings, and the grading associated with constructing the storm water/best management ponds that may require proper state and federal permitting prior to York County Land Disturbance Permits. Also Integrity Environmental, Inc during their initial walkover of the property for wetlands performed a potential presence analysis for the small whorled pogonia and included in the appendix is a letter of their findings.

B. Resource Protection Areas

Resource Protection Area (RPA) currently does not exist on the subject properties. The existing 12 acre pond is Zone A on FEMA Panel 510182 0030 B and is a Resource Management Area (RMA).

C. Soils

The *Soil Survey of James City and York Counties and the City of Williamsburg, Virginia* (USDA 1985) maps several soil types within the property boundary. This property is predominantly situated on well-drained soils of Craven-Uchee, Emporia Complex, Emporia, Slagle, and Urban Land. The mapping can be seen on the attached Existing Conditions Drawing.

VI. ANALYSIS OF STORMWATER MANAGEMENT/BMP

The existing 12 acre pond currently handles the storm-water management for this site and has the capacity to handle the future timeshare development. Erosion control and pre-treatment will be addressed with final plans with smaller facilities such as BMP ponds or fore-bays to the existing larger pond. Several of these facilities may be on the Williamsburg Country Club property and joint storm-water management agreements will be drafted during final plans for York County approval.

VII. TRAFFIC AND PARKING

A Traffic Study has been prepared by DWR & Associates. A copy of this traffic study is included in the next section of this booklet with an exhibit showing the proposed improvements as follows: Two 200' left turn lanes with 200' tapers into the new timeshare development with their required transitions, a right turn taper into the western entrance and a continuous right turn lane from the I-64 off-ramp to the eastern entrance of the new timeshare development.

There is approximately an acre of land included in the Route 143 right of way that provides access to parcel I12C-0536-0860 that was necessary for safety purposes to impose limited access along the frontage of the off-ramp from I-64. This development will consolidate the properties and this inter-parcel connection will no longer be necessary. This area presently is a dumping ground and is in need of clean-up. This development needs an attractive front door and Landmark would like the assistance of York County for the vacation of the property by VDOT in order to own, improve and maintain it as landscaped open space. An exhibit of the area is included in the appendix.

The Illustrative plan provided with this submission package provides the minimum parking required by ordinance for each of the 784 joint lockout units and 40 single family detached villas. It is very probable that a majority of the lockouts will be purchased as one joint unit and the parking needs will be reduced. A parking reduction study will be prepared and provided during final development plans in accordance with 24.1-604(b) of the York County Zoning Ordinance.

VIII. ECONOMIC BENEFITS STUDY

As part of a rezoning application to York County, this report on the projected economic effect of developing a timeshare resort on Merrimac Trail near the intersection with I-64 is presented on behalf of the developer. The proposed development will comprise 392 joint one and two bedroom lockout units plus 40 detached cottages of three to four bedrooms each. Also included will be a full range of typical recreational amenities for this type of resort including indoor and outdoor pools plus sales and reception facilities and registration and check-in offices. A complete study of the potential economic benefit to the Williamsburg area has been compiled by David Adkins International, Inc. of Tampa, FL, a leading timeshare consulting firm. That data, as it pertains to York County, has been summarized in the accompanying spreadsheet. Revenue to the county would result from real estate taxes on property and improvements and personal property taxes on equipment and furnishing, plus a percentage of retail sales, meal, and hotel occupancy taxes generated in the local area by the sales tours and owners' use of the developed project. Costs to the county would result from providing public safety and public works.

Development Schedule and Investment: The developer anticipates building the timeshare units as required over an estimated period of fifteen years, with amenities added in phases, the first within one year of permit approvals, and the second at the stage needed to accommodate increased usage generated by sales. The construction of 36 units will commence on receipt of the necessary approvals. At an estimated construction cost of \$195,000 per unit, the developer will expend \$152,888,000 in current dollars over the course of the project for construction plus another \$10,000,000 in acquiring and developing the site. The average annual construction activity, based on 50% materials costs and 40% labor costs, and assuming 15% of materials can be purchased in York County, would generate sales in excess of \$750,000 each year for county businesses, and \$4,000,000 in payroll, the equivalent of 100 full-time jobs. At current tax rates each unit valued at an average of \$195,000 would generate real estate and personal property taxes combined of approximately \$1,800.00. First year real estate and personal property tax revenues of approximately \$65,000 could increase to over \$2,372,000 annually at completion.

Tourism and Owner Usage: Revenue to York County the first year from sales activity, including recording and transfer fees on units sold, plus a percentage of hotel occupancy and meals taxes, and retail sales taxes on per capita tourism expenditures resulting from 1,100 tours, is projected at approximately \$12,027.00. By year 5 with 19,500 tours plus owners usage this amount could exceed \$139,000.

Local Government Expenditures: Based on U.S. Census Bureau and York County budget data, the county spends approximately \$400 per capita on public works and public safety, the services that would be provided to this project. Based on the projected daily occupancy of this project in the first year of owner usage, Year 3 of the project's development, the cost of providing these services could equal \$69,120. By that time estimated real estate taxes and fees to York County from the combined revenues described are \$247,491, resulting in a net revenue of \$178,371. At completion, based on norms of occupancy for this type project and using the expenditures of the county at current rates, York County could expend \$1,977,600 for services to the project and receive revenues of \$3,354,705 for a net revenue of \$1,377,105.

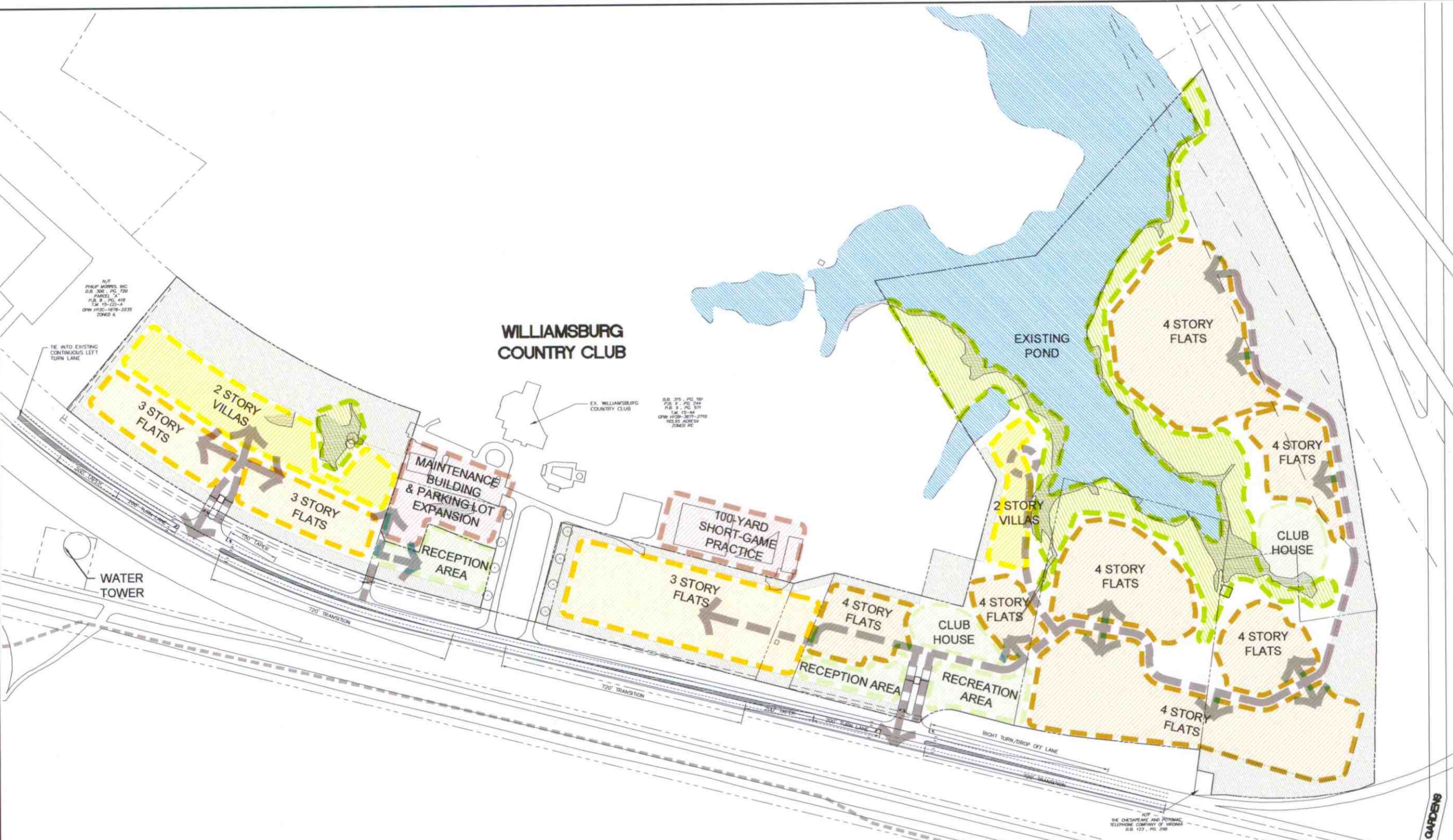
Conclusion: The direct net economic effect of this project is positive for York County at every phase, from \$12,000 the first year to in excess of \$1,300,000 by completion. In addition, the effect on the local economy of all of the expenditures generated including hotel and restaurant usage from tours and owners, and the costs of construction and development by the developer is projected in excess of \$2.4 billion over a 15 year period.

See Projected Economic Benefit chart on next page.

PROJECTED ECONOMIC BENEFIT

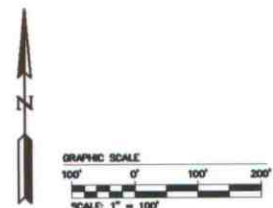
REVENUE FROM SALES			2005	2006	2007	2009	2014	2018	TOTAL
			Year 1	Year 2	Year 3	Year 5	Year 10	Year 14	
Total Unit Weeks		40,768							
Whole Unit Weeks Sold			102	1212	1394	1843	3708	1600	36853
Biennial Unit Weeks Sold			22	254	292	386	777	446	7830
Inventory Used			113	1339	1540	2036	4097	1823	40768
Inventory Remaining			40655	39,316	37,776	33,969	18,180	0	
Average Sales Price			\$14,803	\$15,543	\$16,320	\$17,993	\$22,964	\$27,913	\$20,723
Sales Revenue			\$1,573,417	\$19,829,251	\$22,805,860	\$30,151,124	\$60,665,069	\$26,996,807	\$603,733,312
GOVERNMENT RECORDING AND TRANSFER CHARGES			\$8,882	\$105,245	\$121,044	\$160,030	\$321,985	\$143,288	\$3,204,365
REVENUE FROM MARKETING PREMIUMS									
Area Room Nights			\$207,778	\$2,319,821	\$2,667,794	\$3,528,158	\$7,096,385	\$12,411,623	\$79,898,078
Area Dining			\$123,114	\$1,365,022	\$1,569,775	\$2,076,028	\$4,175,634	\$7,303,209	\$47,014,237
TOTAL			\$330,892	\$3,684,843	\$4,237,569	\$5,604,186	\$11,272,019	\$19,714,832	\$126,912,315
HOTEL OCCUPANCY/ MEALS TAX			\$17,371.83	\$193,454.26	\$222,472.40	\$254,219.74	\$591,781.00	\$1,035,023.66	\$6,662,896.52
REVENUE FROM RESORT ROOM RENTALS									
Total Completed Units			0	0	36	103	432	784	784
Non-timeshare Occupancy (Rented Room Nights)			0	0	912	2735	10938	19851	107357
Average Daily Rate			170	180	191	215	287	363	255
TOTAL RENTAL INCOME			\$0	\$0	\$174,111	\$586,894	\$3,141,587	\$7,197,885	\$32,945,521
HOTEL OCCUPANCY TAX			\$0	\$0	\$6,923	\$36,079	\$161,006	\$368,892	\$1,688,458
REVENUE FROM GUESTS									
Total Tours			1137	12823	14746	19502	39226	68606	441632
Estimated per Capita Expenditure Marketing Guests			\$359,292	\$4,052,068	\$4,659,878	\$6,162,689	\$12,395,369	\$21,679,577	\$139,555,568
Estimated per Capita Expenditure Resort Guest			\$0	\$0	\$18,239,616	\$54,718,843	\$218,875,392	\$397,218,304	\$2,148,221,440
TOTAL GUEST EXPENDITURE			\$359,292	\$4,052,068	\$22,899,494	\$60,881,537	\$231,270,761	\$418,897,881	\$2,287,777,038
PROJECTED RETAIL SALES TAX			\$3,593	\$40,521	\$228,995	\$608,815	\$2,312,708	\$4,188,979	\$22,877,770
REVENUE FROM REAL ESTATE TAXES									
# of units			0	0	36	103	432	784	784
Average value per unit					\$195,000	\$219,107	\$293,208	\$370,168	\$274,137
Total Taxable Value					\$7,020,000	\$23,663,016	\$126,665,813	\$290,211,884	\$1,328,332,008
TOTAL R.E. TAXES			\$0	\$0	\$57,389	\$193,445	\$1,035,493	\$2,372,482	\$10,859,114
TOTAL DIRECT ANNUAL REVENUES TO LOCAL ECONOMY			\$690,184	\$7,736,911	\$27,137,064	\$66,485,723	\$242,542,780	\$438,012,713	\$2,414,689,302
TOTAL TAXES AND FEES			\$29,847	\$339,220	\$638,823	\$1,286,583	\$4,422,973	\$8,108,669	\$45,292,604
TAXES AND FEES TO YORK COUNTY* (RE Tax & FEES plus 15% of other)*			\$12,027	\$140,342	\$247,491	\$493,442	\$1,817,302	\$3,354,705	\$18,747,848
TOTAL ECONOMIC BENEFIT			\$720,031	\$8,076,131	\$27,775,887	\$67,772,311	\$246,965,753	\$446,721,382	\$2,459,981,956

WILLIAMSBURG COUNTRY CLUB



LEGEND

	ACCESS ROADWAY		
	VILLAS (2 STORY)	40	3.19 AC
	FLATS (3 STORY)	86	4.79 AC
	FLATS (4 STORY)	706	15.27 AC
	RECREATION/RECEPTION AREA	432	3.57 AC
	POND & NATURAL OPEN AREAS		14.63 AC
	BUFFER/OPEN AREAS		21.95 AC
	WILLIAMSBURG COUNTRY CLUB IMPROVEMENT AREAS		1.08 AC
		TOTAL ACREAGE: 64.48 AC @ 7 UNITS/PER ACRE	



NO.	DATE	REVISION / COMMENT / NOTE	BY



5248 Old Towne Road, Suite 1
Williamsburg, Virginia 23188
(757) 253-0040
Fax (757) 220-8994

DESIGNED

TWO

DRAWN

TWO/GRR

PROJECT NO.

9348-01

DISTRICT

1

COUNTY

YORK

STATE

VERMONT

DATE

12/20/04

SCALE

NTS

4 OF 4

TRANSPORTATION EXHIBIT

PARKVIEW



FRONT ELEVATION VIEW



REAR ELEVATION VIEW

Phase I – Clubhouse & Sales Center with Outdoor Pool

1. Outside pool complex, amenities to include:
 - a. Beach Entry Pool
 - b. Spray Park
 - c. Pool Deck
 - d. Outside Play Equipment Area
 - e. Shade Structures
 - f. Outside Patios
 - g. Fire Pit
 - h. Planted Viewing Areas
2. Clubhouse and Sales Center (two story building), amenities to include:
 - a. Inside Café
 - b. Multi-Purpose Room
 - c. Game Room
 - d. TV Room
 - e. Inside Play Room
 - f. Sales Offices
 - g. Sales Center



[Molecular Biology](#)
[Cell Biology](#)
[Developmental Biology](#)
[Physiology](#)
[Immunology](#)
[Microbiology](#)
[Neurobiology](#)
[Plant Biology](#)
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WISCONSIN

PHASE ONE MASTER PLAN
WILLIAMSBURG TIMESHARES
OUTDOOR POOL COMPLEX

04/25/2017

DATE	12/12/2023
TIME	10:00
NAME	ADAM
ADDRESS	1234
CITY	12345
STATE	



LIFE & WORK

SWP1

2000-1-1

Phase II (A) – Clubhouse & Fitness Center with Outdoor & Indoor Pool

1. Inside pool complex, amenities to include:
 - a. Activity Pool
 - b. Hot Tub
 - c. Spray Park
 - d. Pool Deck
 - e. Bathrooms
 - f. Water Slide
 - g. Fountains
 - h. Fireplaces
 - i. Exercise Room
2. Volleyball Court

SA

SEIKA AUBREY
LANDSCAPE ARCHITECTS
1000 N. 10th St., Suite 100
Tampa, FL 33602
Phone: (813) 241-1100
Fax: (813) 241-1101
www.seika.com
OFFICIAL SEAL

DATE: 08/08/2008

OUTDOOR POOL COMPLEX MASTER PLAN
WILLIAMSBURG TIMESHARES
INDOOR POOL COMPLEX
WILLIAMSBURG
VIRGINIA

DATE: 08/08/2008
DRAWN: MJB
CHECKED: GDA
DESIGNED: GDA
SCALE: 1/8"=1'-0"



DRAWING:
SWP2
SHEET 2 of 2



Phase II (B) – Clubhouse & Fitness Center with Outdoor & Indoor Pool

1. Outside pool complex, amenities to include:
 - a. Beach Entry Pool
 - b. Spray Park
 - c. Pool Deck
 - d. Shade Structures
 - e. Outside Patios
 - f. Fountains
 - g. Two Water Falls
 - h. Planted Viewing Areas

**CONDITIONS VOLUNTARILY PROFFERED FOR THE RECLASSIFICATION OF
PROPERTY IDENTIFIED AS TAX PARCELS 15-(2)-C, 15-(2)-D, 15-7, 15-6-A, 15-4B,
AND A PORTION OF 15-4A.**

THESE PROFFERED CONDITIONS are made this _ day of February, 2005 by
REVOCOR CORPORATION, N.V., a Netherlands Antilles corporation, and
WILLIAMSBURG COUNTRY CLUB, INCORPORATED, a Virginia corporation (together
with their respective successors in title and assigns, the "Owner").

RECITALS

A. Revocor Corporation, N.V. is the owner of six parcels of land located in York
County, Virginia, with the addresses, Tax Parcel and GPIN numbers being set forth on Exhibit A
and being more particularly described on Exhibit A hereto (the "Revocor Property").

B. Williamsburg Country Club, Incorporated is the owner of a tract or parcel of land
located in York County, Virginia, with an address of 1801 Merrimac Trail and being Tax Parcel
15-4A, GPIN H12B-3671-2710 and with the portion there of being subject to rezoning and these
Proffered Conditions being more particularly described on Exhibit B hereto (the "Club
Property").

C. Landmark Building & Development of North Carolina, LLC ("Landmark") has
contracted to purchase the Revocor Property and the Club Property conditioned upon the
rezoning of the Property.

D. The Revocor Property is now zoned LB. The Club Property is now zoned RC. The
Revocor Property and the Club Property are hereinafter called the "Property". Landmark, with
the consent of Revocor Corporation, N.V. and Williamsburg Country Club, Incorporated, has

applied to rezone the Property from LB, GB and RC to EO, with proffers.

E. Landmark has submitted to the County a plan entitled “Master Plan” prepared by AES Consulting Engineers dated February 1, 2005 (the “Plan”) for the Property

F. Owners desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned EO.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2297 of the Code of Virginia, 1950, as amended, and Section 24.1-114 of the County Zoning Ordinance, Owner hereby proffers that the development of the Property shall be in strict accordance with the conditions set forth below. If the requested rezoning is not granted by the County, these Proffered Conditions shall be null and void.

CONDITIONS

1. **Master Plan.** The Property shall be developed generally in accordance with the Plan, including the architectural renderings, with only minor changes thereto that the Zoning Administrator determines do not change the basic concept or character of the development.

2. **Uses.** (a) The following uses, otherwise permitted by right in the EO zoning district, shall **not** be permitted on the Property:

Plant Nursery or Greenhouse

Wholesale

Retail

Animal Hospital Vet Clinic, Commercial Kennel

Without outside runs

Commercial Orchard or Vineyard

Medical Care Facility, including General Care Hospital, Trauma Center

Park or Recreation Facilities (Civic or Semi-Public), excluding golf courses

Theater - Indoor

Health, Exercise, Fitness Centers Including Swimming and Racquet Sports

Indoor and Outdoor

Bowling Alley

Indoor Family Amusement Center
 Skating Rink
 Appliance Sales
 Grocery Store
 Household Furnishings, Furniture
 Drug Store
 Radio and TV Sales
 Toy Store
 Bait, Tackle/Marine Supplies Including Incidental Grocery
 Fish, Seafood Store
 Department, Variety, Discount Store
 Home Improvement Center
 Funeral Home
 File Processing Lab
 Household Items Repair
 Tool, Household Equipment, Lawn & Garden Equipment, Rental Establish
 Industrial Park
 Wholesale Trade Establishment (May Include accessory retail sales)
 Without outdoor storage
 Laboratories, Research/Development Testing Facilities
 Publishing, Printing, other than general public business/professional services
 Computer and Technology Development and Assembly
 Manufacture or Assembly of Electronic Instruments, Components, Devices
 Manufacture or Assembly of Medical, Drafting, Metering, Marine, Photographic, Mechanical
 Instruments

Anything in this Section to the contrary notwithstanding, uses as Park or Recreation Facilities (Civic or Semi-Public), excluding golf courses, Theater - Indoor, Health, Exercise, Fitness Centers Including Swimming and Racquet Sports - Indoor and Outdoor, Bowling Alley, Indoor Family Amusement Center, Variety Store and Grocery Store shall be permitted on the Property if the Zoning Administrator determines the use is an accessory use to the primary use of the Property as a timeshare resort.

3. Entrances/Turn Lanes. There shall be no more than three entrances into the Property located generally as shown on the Plan. Left turn lanes from eastbound Route 143 into the Property at the eastern most and western most entrances with 200 feet of storage and 200 foot tapers for each turn lane shall be constructed. A 150 foot right turn lane from west bound Route 143 at the western most entrance into the Property and a continuous right turn lane from the I-64 off ramp onto Route 143 to the eastern most entrance shall be constructed. All turn lanes and

tapers shall be constructed in accordance with Virginia Department of Transportation standards

WITNESS the following signatures.

REVOCOR CORPORATION, N.V.

By:
Title:

INCORPORATED WILLIAMSBURG COUNTRY CLUB,

By:
Title:

STATE OF _____ AT LARGE
CITY/COUNTY OF _____, to-wit:

The foregoing instrument was acknowledged before me this __ day of _____,
2005, by _____, as _____ of Revocor Corporation,
N.V. on behalf of the corporation.

NOTARY PUBLIC

My commission expires:

STATE OF _____ AT LARGE
CITY/COUNTY OF _____, to-wit:

The foregoing instrument was acknowledged before me this __ day of _____,
2005, by _____, as _____ of Williamsburg Country
Club, Incorporated on behalf of the corporation.

NOTARY PUBLIC

My commission expires:

EXHIBIT A

Revocor Property

Parcel 1: Address: 1827 Merrimac Trail, Tax Parcel: 15-(2)-C, GPIN:H12D-3733-1074

ALL that certain tract, piece or parcel of land, situate, lying and being in York County, Virginia, containing 4.4603 acres, and designated as "Parcel "C", 4.4603 acres" on that certain plat entitled, "Plat of The Property of Pleasant View Investment Company, a Partnership, Parcel A, B, C, D York County, Virginia," made by Coenen & Associates, Engineers-Planners-Surveyors, 696 J. Clyde Morris Blvd., Newport News, Va., dated July 23, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Plat Book 8, at page 418.

BEING part of the same property conveyed to August Company by Pleasant View Investment Company by deed dated July 26, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Deed Book 258, at page 100.

Parcel 2: Address: 1843 Merrimac Trail, Tax Parcel: 15-(2)-D, GPIN: I12C-0023-1654

ALL that certain tract, piece or parcel of land, situate, lying and being in York County, Virginia, containing 38.2653 acres, and designated as "Parcel "D", 38.2653 acres" on that certain plat entitled, "Plat of The Property of Pleasant View Investment Company, a Partnership, Parcels A, B, C, D, York County, Virginia," made by Coenen & Associates, Engineers-Planners-Surveyors, 696 J. Clyde Morris Blvd, Newport News, Va., dated July 23, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Plat Book 8, at page 418.

BEING a part of the same property conveyed to August Company by Pleasant View Investment Company by deed dated July 26, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Deed Book 258, at page 100.

Parcel 3: Address: 1873 Merrimac Trail, Tax Parcel: 15-7, GPIN: I12C-0061-1057

ALL that certain piece or parcel of land situate, lying and being in Bruton District, York County, Virginia, containing 8.607 acres, as shown on that plat attached hereto and made a part hereof, entitled, "Plat of Part of Poney Point Tract, Standing in the name of Levinson Livestock Company, Inc.," dated March 1963 and made by Stephen Stephens, Certified Land Surveyor.

BEING the same property shown a plat of survey dated March 5, 1985 entitled, "Parcel of Land Containing: 8.3915 acres Being a Part of Poney Point Tract, Bruton District, County of York, Va.," attached hereto and incorporated herein.

Together with all and singular and the buildings and improvements thereon, rights and privileges, tenements, hereditaments, easements and appurtenances unto the said land belonging or in anywise appertaining.

Parcel 4: Address: 1931 Merrimac Trail, Tax Parcel: 15-6-A, GPIN: I12C-0536-0860

ALL those certain pieces, parcels or lots in Bruton Magisterial District, County of York, Virginia, and designated as Parcel "A" and Parcel "B", on that certain plat entitled, "PLAT OF THE PROPERTY OF MARIA S. SKILLMAN", dated 19 April 1985, made by Davis & Associates, a copy of which is hereby attached to and made a part of this deed, reference to which is hereby made for a more particular description.

Parcel 5: Address: 1763 Merrimac Trail, Tax Parcel: 15-4B, GPIN: H12D-2515-1568

ALL that certain tract, piece or parcel of land, situate, lying and being in York County, Virginia, containing 10.42 acres as shown on a certain plat entitled, "PLAT OF PROPERTY IN YORK CO., VA., TO BE CONVEYED TO HOTEL WARWICK CORPORATION, YORK CO., VA.," dated Nov. 21, 1961, made by David G. Cutler, Certified Land Surveyor, copy of which said plat is attached to a certain deed dated Nov. 24, 1961, from Pleasant View Corporation to Hotel Warwick Corporation, which deed is recorded in the Circuit Court of York County, Virginia, in Deed Book 154, Page 488, to which specific reference is here made.

BEING the same property conveyed to the parties of the first part by W.L. Person, Jr., Trustee, by deed dated August 6, 1970, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Deed Book 228, at page 352.

Parcel 6: Address: 1751 Merrimac Trail, Tax Parcel: 15-(2)-B; GPIN: H12D-3064-1241

ALL that certain tract, piece or parcel of land, situate, lying and being in York County, Virginia, containing 2.3268 acres and designated as "Parcel "B", 2.3268 acres" as shown on that certain plat entitled, "Plat of the Property of Pleasant View Investment Company, a Partnership, Parcels A, B, C, D, York County, Virginia, made by Coenen & Associates, Engineers-Planners-Surveyors, 696 J. Clyde Morris Blvd. - Newport News, Va., dated July 23, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Plat Book 8, at page 418.

BEING a part of the property conveyed to August Company by Pleasant View Investment Company by deed dated July 26, 1973, and recorded in the Clerk's Office of the Circuit Court of York County, Virginia, in Deed Book 258, at page 100.

EXHIBIT B

Club Property

PARCEL 1

All of that certain parcel of land situated on Merrimac Trail and located within York County, Virginia and more fully described as: Beginning at a point, said point being a corner to this parcel and on the line of Williamsburg Country Club; thence along a curve to the left, having a radius of 2,405.00', a chord bearing of S73°00'30"E, 160.18' and a length of 160.21' to a point; thence S74°55'00"E, a distance of 167.66' to a point; thence S15°05'00"W, a distance of 122.84' to a point; thence N74°55'00"W, a distance of 35.86' to a point; thence N67°57'36"W, a distance of 174.43' to a point; thence S18°54'00"W, a distance of 87.99' to a point; thence N71°06'03"W, a distance of 103.94' to a point; thence N21°50'51"W, a distance of 33.20' to a point; thence N18°54'00"E, a distance of 161.74' to the point of beginning and containing 1.08 acres+/-, more or less, all as shown on an exhibit by AES Consulting Engineers titled "Exhibit C Zoning Information Parkview" dated December 20, 2004.

PARCEL 2

All of that certain parcel of land situated on Merrimac Trail and located within York County, Virginia and more fully described as: Beginning at a point, said point being a corner to this parcel, Parcel "C" and being on the northerly right of way of Merrimac Trail; thence along said right of way, N74°55'00"W, a distance of 35.00' to a point; thence leaving the right of way of Merrimac Trail, N15°05'00"E, a distance of 300.00' to a point; thence S74°55'00"E, a distance of 35.00' to a point; thence S15°05'00"W, a distance of 300.00' to the point of beginning and containing 0.24 acres+/-, more or less, all as shown on an exhibit by AES Consulting Engineers titled "Exhibit C Zoning Information Parkview" dated December 20, 2004.

PARCEL 3

All of that certain parcel of land situated on Merrimac Trail and located within York County, Virginia and more fully described as: Beginning at a point, said point being a corner to this parcel, Parcel "D" and being on the northerly right of way of Merrimac Trail; thence along said right of way, N74°55'00"W, a distance of 100.00' to a point; thence leaving the right of way of Merrimac Trail, N22°10'00"E, a distance of 302.31' to a point; thence N76°04'42"E, a distance of 122.80' to a point; thence S22°10'00"W, a distance of 362.31' to the point of beginning and containing 0.76 acres+/-, more or less, all as shown on an exhibit by AES Consulting Engineers titled "Exhibit C Zoning Information Parkview" dated December 20, 2004.

PARCEL 4

All of that certain parcel of land situated on Merrimac Trail and located within York County, Virginia and more fully described as: Beginning at a point, said point being a corner to this parcel, Parcel "D" and Williamsburg Country Club; thence N74°55'00"W, a distance of 126.06' to a point; thence N15°05'00"E, a distance of 140.46' to a point; thence S74°55'00"E, a distance of 126.06' to a point; thence S15°05'00"W, a distance of 140.46' to the point of beginning and containing or 0.41 acres+/-, more or less, all as shown on an exhibit by AES Consulting Engineers titled "Exhibit C Zoning Information Parkview" dated December 20, 2004.

PLANNING COMMISSION
COUNTY OF YORK
YORKTOWN, VIRGINIA

Resolution

At a regular meeting of the York County Planning Commission held in the Board Room, York Hall, Yorktown, Virginia, on the ____ day of ____, 2005:

Present

Vote

Andrew A. Simasek, Chair
Alfred E. Ptasznik, Jr., Vice Chair
Alexander T. Hamilton
John W. Staton
Nicholas F. Barba
Anne C. H. Conner
John R. Davis

On motion of _____, which carried ____, the following resolution was adopted:

A RESOLUTION TO RECOMMEND APPROVAL OF A REQUEST TO REZONE APPROXIMATELY 66 ACRES ON THE NORTHSIDE OF MERRIMAC TRAIL (ROUTE 143) FROM LB (LIMITED BUSINESS) AND RC (RESOURCE CONSERVATION) TO EO (ECONOMIC OPPORTUNITY) AND TO RC SUBJECT TO VOLUNTARILY PROFFERED CONDITIONS.

WHEREAS, Landmark Building and Development of North Carolina, LLC has submitted and Williamsburg Country Club and Revocor Corporation, N.V. will execute Application No. ZM-91-05, which requests to amend the York County Zoning Map by reclassifying 63.48 acres identified as Assessor's Parcel Nos. 15-2-D (GPIN I12C-0023-1654), 15-6-A (GPIN I12C-0536-0860), 15-7 (GPIN I12C-0061-1057), 15-2-C (GPIN H12D-3733-1074), 15-2-B (GPIN H12D-3064-1241), and 15-4B (GPIN H12D-2515-1568) from LB (Limited Business) to EO (Economic Opportunity); a 1.0-acre portion of Assessor's Parcel No. 15-4A (GPIN H12B-3671-2710) from RC (Resource Conservation) to EO; a 1.08-acre portion of Assessor's Parcel No.15-2-B from LB to RC; and a 0.41-acre portion of Assessor's Parcel No.15-4A from LB to RC; and

WHEREAS, said application has been referred to the York County Planning Commission in accordance with applicable procedure; and

WHEREAS, the Planning Commission has conducted a duly advertised public hearing on this application; and

WHEREAS, the Commission has carefully considered the public comments and staff recommendation with respect to this application;

NOW, THEREFORE, BE IT RESOLVED by the York County Planning Commission this the ____ day of ____, 2005, that Application No. ZM-91-05 be, and it hereby is, transmitted to the York County Board of Supervisors with a recommendation of approval to amend the York County Zoning Map by reclassifying 63.48 acres identified as Assessor's Parcel Nos. 15-2-D (GPIN I12C-0023-1654), 15-6-A (GPIN I12C-0536-0860), 15-7 (GPIN I12C-0061-1057), 15-2-C (GPIN H12D-3733-1074), 15-2-B (GPIN H12D-3064-1241), and 15-4B (GPIN H12D-2515-1568) from LB (Limited Business) to EO (Economic Opportunity); a 1.0-acre portion of Assessor's Parcel No. 15-4A (GPIN H12B-3671-2710) from RC (Resource Conservation) to EO; a 1.08-acre portion of Assessor's Parcel No. 15-2-B from LB to RC; and a 0.41-acre portion of Assessor's Parcel No. 15-4A from LB to RC subject to the voluntarily proffered conditions set forth in the applicant's proffer statement, titled "Conditions voluntarily proffered for the reclassification of property identified as tax parcels 15-(2)-C, 15-(2)-D, 15-7, 15-6-A, 15-4B, and a portion of 15-4A." signed by the current owners of the subject property Revocor Corporation, N.V. and the Williamsburg Country Club, a copy of which shall remain on file in the Planning Division, and which, upon approval by the Board of Supervisors, shall be recorded in the office of the Clerk of the Circuit Court pursuant to the requirements of Section 24.1-114(e)(1) of the York County Zoning Ordinance.

PLANNING COMMISSION
COUNTY OF YORK
YORKTOWN, VIRGINIA

Resolution

At a regular meeting of the York County Planning Commission held in the Board Room, York Hall, Yorktown, Virginia, on the ____ day of ____, 2005:

Present

Vote

Andrew A. Simasek, Chair
Alfred E. Ptasznik, Jr., Vice Chair
Alexander T. Hamilton
John W. Staton
Nicholas F. Barba
Anne C. H. Conner
John R. Davis

On motion of _____, which carried ____, the following resolution was adopted:

A RESOLUTION TO RECOMMEND APPROVAL OF A SPECIAL USE PERMIT TO AUTHORIZE THE CONSTRUCTION OF A TIMESHARE RESORT ON APPROXIMATELY 64.48 ACRES OF LAND LOCATED ON THE NORTH SIDE OF MERRIMAC TRAIL (ROUTE 143).

WHEREAS, Landmark Building and Development of North Carolina, LLC has submitted and Williamsburg Country Club and Revocor Corporation, N.V. will execute Application No. UP-660-05 requesting a Special Use Permit, pursuant to Section 24.1-306 (Category 11, Number 11) of the York County Zoning Ordinance, to authorize a Special Use Permit for the construction of a timeshare resort on approximately 64.48 acres of land located on the north side of Merrimac Trail (Route 143) approximately 1,250 feet south of the intersection with Tam-O-Shanter Boulevard (Route 1123) and further identified as Assessor's Parcel Nos. 15-2-D (GPIN I12C-0023-1654), 15-6-A (GPIN I12C-0536-0860), 15-7 (GPIN I12C-0061-1057), 15-2-C (GPIN H12D-3733-1074), 15-4B (GPIN H12D-2515-1568), and portions of Assessor's Parcel Nos. 15-2-B (GPIN H12D-3064-1241) and 15-4A (GPIN H12B-3671-2710); and

WHEREAS, said application has been referred to the York County Planning Commission in accordance with applicable procedure; and

WHEREAS, the Planning Commission has conducted a duly advertised public hearing on this application; and

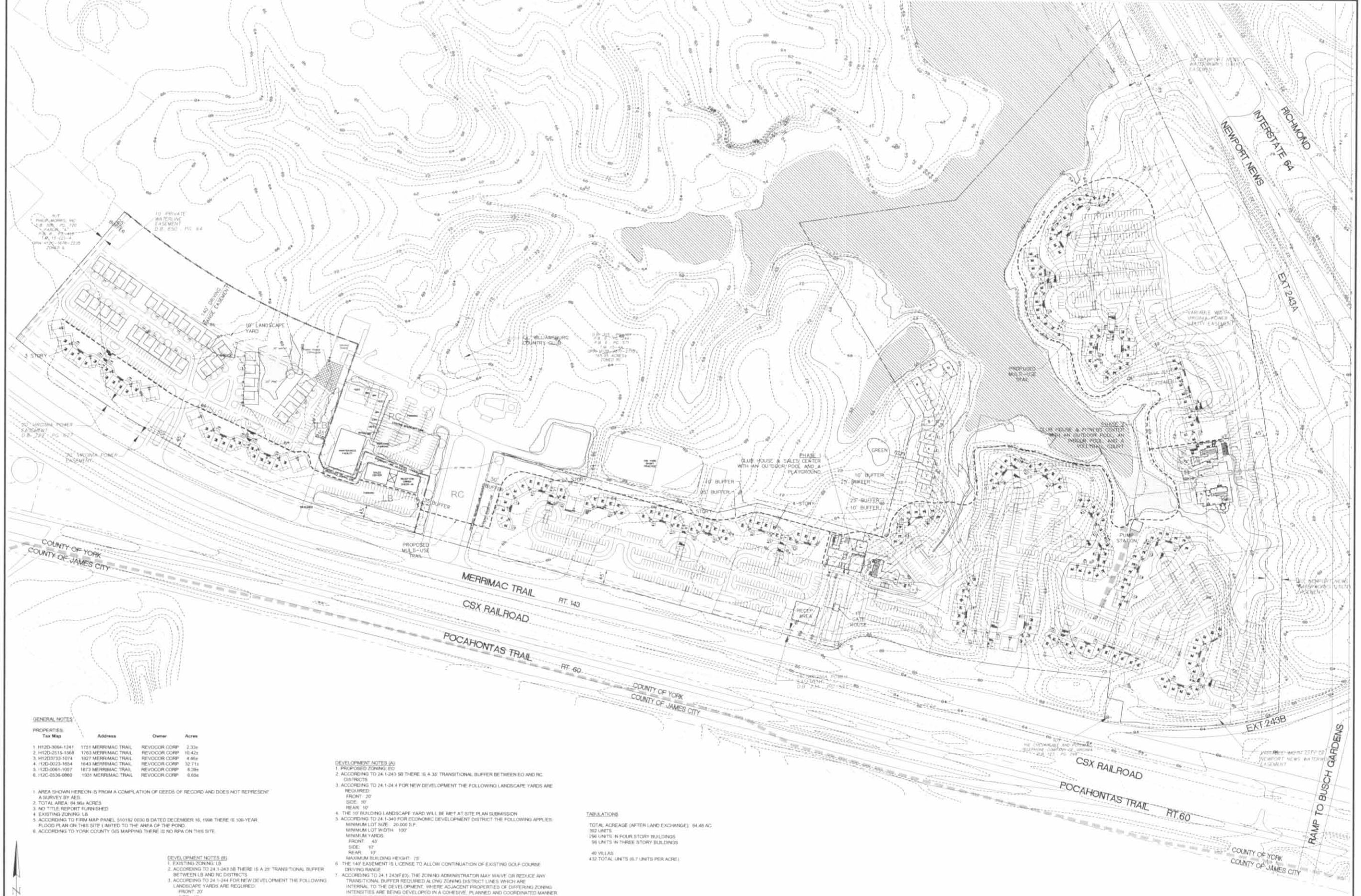
WHEREAS, the Commission has carefully considered the public comments and staff recommendation with respect to this application;

NOW, THEREFORE, BE IT RESOLVED by the York County Planning Commission this the ____ day of ____, 2005, that Application No. UP-660-05 be, and is hereby, transmitted to the York County Board of Supervisors with a recommendation of approval to authorize a Special Use Permit for the construction of a timeshare resort on approximately 64.48 acres of land located on the north side of Merrimac Trail (Route 143) approximately 1,250 feet south of the intersection with Tam-O-Shanter Boulevard (Route 1123) and further identified as Assessor's Parcel Nos. 15-2-D (GPIN I12C-0023-1654), 15-6-A (GPIN I12C-0536-0860), 15-7 (GPIN I12C-0061-1057), 15-2-C (GPIN H12D-3733-1074), 15-4B (GPIN H12D-2515-1568), and portions of Assessor's Parcel Nos. 15-2-B (GPIN H12D-3064-1241) and 15-4A (GPIN H12B-3671-2710):

1. This use permit shall authorize the establishment of a timeshare resort with a maximum of 824 timeshare units on property located on the north side of Merrimac Trail (Route 143) approximately 1,250 feet south of the intersection with Tam-O-Shanter Boulevard (Route 1123) and further identified as Assessor's Parcel Nos. 15-2-D, 15-6-A, 15-7, 15-2-C, 15-4B, and portions of Assessor's Parcel Nos. 15-2-B and 15-4A. A timeshare unit shall be defined as a single unit of one or more rooms that may be separated from other units by a locked door, providing complete, independent transient living facilities for one family, including permanent provisions for living, sleeping, cooking, and sanitation.
2. A site plan prepared in accordance with the provisions of Article V of the York County Zoning Ordinance shall be submitted to and approved by the County prior to the commencement of any development or land clearing activities on the site. Such site plan shall be in general conformance with the conceptual plan titled "Master Plan – Parkview and Illustrative Plan - Parkview" prepared by AES Consulting Engineers, dated March, 2005, a copy of which shall remain on file in the Planning Division.
3. The exterior siding, roofing, and brick shall generally conform with the architectural renderings titled "Front Elevation View" and "Rear Elevation View" dated 12/04, a copy of which will remain with the application file.
4. Transitional buffers in accordance with Section 24.1-243 of the York County Zoning Ordinance shall be provided along all property lines.
5. The developer shall be responsible for installing left turn lanes from eastbound Route 143 into the Property at the eastern most and western most entrances with 200

feet of storage and 200 foot tapers for each turn lane. A 150 foot right turn lane from west bound Route 143 at the western most entrance into the Property and a continuous right turn lane from the I-64 off ramp onto Route 143 to the eastern most entrance shall be constructed. All public roadway improvements shall be approved by VDOT prior to construction. In addition, all streets, drives, and parking areas in the development shall be constructed to VDOT cross-sectional street standards.

6. The resort shall be served by sanitary sewer and public water.
7. Permanent year-round occupancy of any units by any individual or family other than that of a resident manager or caretaker and his or her family shall not be permitted.
8. The timeshare resort shall consist only of residential units for which the exclusive right of use, possession, or occupancy circulates among various owners or lessees thereof in accordance with a fixed time schedule, which may vary within certain specified time periods, on a periodically recurring basis.
9. Proposed procedures and regulations for maintenance and upkeep of the facility shall be submitted to the Zoning Administrator for review and approval at the time of the initial site plan submission for the project.
10. On-site parking to serve the development shall be provided in accordance with all applicable requirements set forth in Article VI of the Zoning Ordinance.
11. All agreements and restrictions pertaining to ownership and maintenance of common areas on the site shall comply fully with Section 55-360 et seq., Code of Virginia, the Virginia Real Estate Time-Share Act. Certification by the developer's legal counsel that the referenced standards have been met shall be submitted with development plans.
12. The applicant shall be responsible for compliance with the regulations in Section 24.1-115(b)(6) of the Zoning Ordinance that pertain to the recordation of this resolution in the office of the Clerk of the Circuit Court.



GENERAL NOTES

PROPERTIES:	Address	Owner	Acres
1. H12D-3064-1241	1731 MERRIMAC TRAIL	REVOCOR CORP	2.33±
2. H12D-2515-1968	1763 MERRIMAC TRAIL	REVOCOR CORP	10.42±
3. H12D-2333-1074	1827 MERRIMAC TRAIL	REVOCOR CORP	4.46±
4. H12D-0523-1654	1843 MERRIMAC TRAIL	REVOCOR CORP	32.71±
5. H12D-0561-1057	1873 MERRIMAC TRAIL	REVOCOR CORP	6.39±
6. H12D-0536-0860	1031 MERRIMAC TRAIL	REVOCOR CORP	6.65±

- AREA SHOWN HEREON IS FROM A COMPILATION OF DEEDS OF RECORD AND DOES NOT REPRESENT A SURVEY BY A.S.E.
- TOTAL AREA: 64.96± ACRES
- NO TITLE REPORT FURNISHED
- EXISTING ZONING: LB
- ACCORDING TO FIRM MAP PANEL S10182 0030 B DATED DECEMBER 16, 1998 THERE IS 100-YEAR FLOOD PLAIN ON THIS SITE LIMITED TO THE AREA OF THE POND.
- ACCORDING TO YORK COUNTY GIS MAPPING THERE IS NO RPA ON THIS SITE.

DEVELOPMENT NOTES (A)

- PROPOSED ZONING: EO
- ACCORDING TO 24.1-243.5B THERE IS A 35' TRANSITIONAL BUFFER BETWEEN EO AND RC DISTRICTS
- ACCORDING TO 24.1-24.4 FOR NEW DEVELOPMENT THE FOLLOWING LANDSCAPE YARDS ARE REQUIRED:
FRONT: 25'
SIDE: 10'
REAR: 10'
- THE 10' BUILDING LANDSCAPE YARD WILL BE MET AT SITE PLAN SUBMISSION
- ACCORDING TO 24.1-240 FOR ECONOMIC DEVELOPMENT DISTRICT THE FOLLOWING APPLIES:
MINIMUM LOT SIZE: 20,000 S.F.
MINIMUM LOT WIDTH: 100'
MINIMUM YARDS:
FRONT: 45'
SIDE: 10'
REAR: 10'
MAXIMUM BUILDING HEIGHT: 75'
- THE 140' EASEMENT IS LICENSE TO ALLOW CONTINUATION OF EXISTING GOLF COURSE DRIVING RANGE
- ACCORDING TO 24.1-243(F)(3), THE ZONING ADMINISTRATOR MAY WAIVE OR REDUCE ANY TRANSITIONAL BUFFER REQUIRED ALONG ZONING DISTRICT LINES WHICH ARE INTERNAL TO THE DEVELOPMENT, WHERE ADJACENT PROPERTIES OF DIFFERING ZONING INTENSITIES ARE BEING DEVELOPED IN A COHESIVE, PLANNED AND COORDINATED MANNER UNDER THE EQUIVALENT OF A MASTER DEVELOPMENT PLAN
- 35' TRANSITIONAL BUFFER AREAS AS SHOWN HEREON THE FULL 35' WIDTH WILL BE UTILIZED FOR LOTS FOR EXISTING TREES. NEW PLANTINGS TO MEET THE FULL 100' BUFFER REQUIREMENT WILL ONLY BE PLANTED ON THE PARKVIEW PROPERTY
- ACCORDING TO 24.1-243(F)(2), NO TRANSITIONAL BUFFER SHALL BE REQUIRED WHERE THE ZONING DISTRICT BOUNDARY LINE WHICH REQUIRES A TRANSITIONAL BUFFER, FOLLOWS A PUBLIC STREET RIGHT-OF-WAY 90' OR GREATER IN WIDTH

TABULATIONS

TOTAL ACREAGE (AFTER LAND EXCHANGE): 64.48 AC
382 UNITS
296 UNITS IN FOUR STORY BUILDINGS
86 UNITS IN THREE STORY BUILDINGS
48 VILLAS
432 TOTAL UNITS (6.7 UNITS PER ACRE)



5248 Olde Towne Road, Suite 1
Williamsburg, Virginia 23188
(757) 253-0040
Fax (757) 220-8994

ILLUSTRATIVE PLAN
PARKVIEW

DISTRICT 1 YORK COUNTY VIRGINIA

PROJECT	DATE
TWO	TWO/09
Scale	Date
1"=100'	2/1/05
Project No.	9346-01
Drawn by	
4 OF 4	